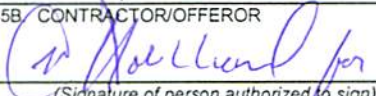
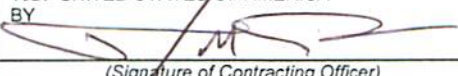


<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>				1. CONTRACT CODE		PAGE OF PAGES 1      6	
2. AMENDMENT/MODIFICATION NO.  392		3. EFFECTIVE DATE  See Block 16c		4. REQUISITION/PURCHASE REQ. NO.  RECEIVED SGS CONTRACTS		5. PROJECT NO. (If applicable)	
6. ISSUED BY CODE John F. Kennedy Space Center, NASA Procurement Office Kennedy Space Center, FL 32899				7. ADMINISTERED BY (If other than Item 6) CODE 06 DEC 22 AM 10:48			
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and Zip Code)  Space Gateway Support 2411 Dulles Corner Park, Suite 500 Herndon, VA 20171-3430				9A. AMENDMENT OF SOLICITATION NO.			
				9B. DATED (SEE ITEM 11)			
				10A. MODIFICATION OF CONTRACT/ORDER NO. NAS10-99001			
				10B. DATED (SEE ITEM 13) August 21, 1998			
CODE		FACILITY CODE					
<b>11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS</b>							
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods:							
(a) By completing Items 8 and 15, and returning ____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.							
12. ACCOUNTING AND APPROPRIATION DATA (If required) See Contracting Officer for current Accounting & Appropriation Data							
<b>13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.</b>							
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.							
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).							
<b>XX</b> C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: <b>FAR 52.243-2 Changes – Cost Reimbursement (AUG 1987) Alt II (APR 1984)</b>							
D. OTHER (Specify type of modification and authority)							
<b>E. IMPORTANT:</b> Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>3</u> copies to the issuing office.							
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)							
<p>The purpose of this modification is to provide an equitable adjustment to the contract for FY06 Launch Scrub and Delay Costs of the Space Transportation System (STS/Shuttle). This work is defined in CIP 98, performance period of 1 Oct 2005 through 30 Sep 2006.</p> <p>This change revises Article B-3, Contract Value; Article B-4, Award Fee; Article G-2 Contract Funding. All other terms and conditions of the contract remain unchanged.</p> <p>The contract estimated cost is increased by \$1,383,679 and award fee by \$110,695, for a total of \$1,494,374.</p> <p>In consideration of the modification agreed to herein as complete equitable adjustment for the contractor's proposal for adjustment, the contractor hereby releases the government from any and all liability under this contract for further equitable adjustments attributable to such facts and circumstances giving rise to the proposal for adjustment.</p>							
15A. NAME AND TITLE OF SIGNER (Type or print) Victoria G. Lockard Director, Contracts				16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Timothy M. Freeland Contracting Officer			
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)		15C. DATE SIGNED 12/22/06		16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)		16C. DATE SIGNED 12-22-06	

<b>ARTICLE B-3 CONTRACT VALUE</b>			
<b>Basic Period Sep 98-30 Sep 03</b>			
The contract value is summarized below:			
Contract Period	Estimated Cost	Available Award Fee*	Contract Value
Phase-In Period (FFP) (Sept 1998)	\$1,113,486		1,113,486
<b>Basic Period Thru 390</b>			
10/01/98-09/30/00	\$396,406,378	\$23,187,199	419,593,577
Neg. Cost Overrun MOD 135	\$9,200,000	\$0	9,200,000
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY99-FY00	\$405,606,378	\$23,187,199	428,793,577
(10/01/00-09/30/01)	\$215,635,118	\$13,106,768	228,741,886
Neg. Cost Overrun MOD 135	\$18,804,377	\$0	18,804,377
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY01	\$234,439,495	\$13,106,768	247,546,263
(10/01/01-09/30/02)	\$234,055,207	\$14,098,312	248,153,519
Neg. Cost Overrun MOD 135	\$19,865,904	\$0	19,865,904
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY02	\$253,921,111	\$14,098,312	268,019,423
(10/01/02-09/30/03)	\$247,365,902	\$15,357,411	262,723,313
Neg. Cost Overrun MOD 135	\$22,426,471	\$0	22,426,471
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY03	\$269,792,373	\$15,357,411	285,149,784
<b>TOTAL BASIC PERIOD</b>	<b>\$1,164,872,843</b>	<b>\$65,749,690</b>	<b>1,230,622,533</b>
<b>Option Period 1 Oct 03 - 30 Sept 04</b>			
Option 1A			
(10/01/03-09/30/04)	\$244,075,599	\$15,352,803	259,428,402
Neg. Cost Overrun MOD 135	\$22,135,767	\$0	22,135,767
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY04	\$266,211,366	\$15,352,803	281,564,169
Option 3BA			
(10/01/03-09/30/04)	\$2,322,030	\$185,762	2,507,792
Option 5BA			
(10/01/03-09/30/04)	\$321,092	\$25,687	346,779
<b>TOTAL OPTION 1A PERIOD</b>	<b>\$268,854,488</b>	<b>\$15,564,252</b>	<b>284,418,740</b>

<b>Option Period 1 Oct 04 - 30 Sept 06</b>			
<b>Contract Period</b>	<b>Estimated Cost</b>	<b>Available Award Fee*</b>	<b>Contract Value</b>
Options Thru Mod 392			
OPTION 1B			
(10/01/04-09/30/05)	\$278,485,639	\$17,043,409	295,529,048
Neg. Cost Overrun MOD 135	\$25,895,945	\$0	25,895,945
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			\$0
Total FY05	\$304,381,584	\$17,043,409	321,424,993
(10/01/05-09/30/06)	\$260,193,888	\$15,316,048	275,509,936
Neg. Cost Overrun MOD 135	\$29,101,654	\$0	29,101,654
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No. 392	\$1,383,679	\$110,695	\$1,494,374
Total FY06	\$290,679,221	\$15,426,743	306,105,964
Option 3BB			
10/01/04-09/30/05	\$2,391,149	\$191,292	2,582,441
10/01/05-09/30/06	\$2,477,883	\$198,231	2,676,114
Total Option 3BB	\$4,869,032	\$389,523	5,258,555
Option 5BB			
10/01/04-09/30/05	\$331,342	\$26,507	357,849
10/01/05-09/30/06	\$331,781	\$26,542	358,323
Total Option 5BB	\$663,123	\$53,049	716,172
TOTAL OPTION 1B Period	\$600,592,960	\$32,912,724	633,505,684
<b>Option Periods 1 Oct 06 - 30 Sep 08</b>			
<b>Contract Period</b>	<b>Estimated Cost</b>	<b>Available Award Fee*</b>	<b>Contract Value</b>
OPTION 1C			
(10/01/06-9/30/07)	\$265,705,406	\$17,406,256	283,111,662
Neg. Cost Overrun MOD 135	\$31,867,270	\$0	31,867,270
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.	\$0	\$0	0
Total FY07	\$297,572,676	\$17,406,256	314,978,932
(10/01/07-9/30/08)	\$270,851,076	\$17,705,646	288,556,722
Neg. Cost Overrun MOD 135	\$33,448,837	\$0	33,448,837
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY08	\$304,299,913	\$17,705,646	322,005,559

Option Periods 1 Oct 06 - 30 Sep 08 Cont.			
Option 3BC			
10/01/06-09/30/07	\$2,539,810	\$203,185	2,742,995
10/01/07-09/30/08	\$2,621,598	\$209,728	2,831,326
Total Option 3BC	\$5,161,408	\$412,913	5,574,321
Option 4BB			
10/01/04-09/30/05	\$0	\$0	0
10/01/05-09/30/06	\$0	\$0	0
Total Option 4BB	\$0	\$0	0
Option 4BC			
10/01/06-09/30/07	\$0	\$0	\$0
10/01/07-09/30/08	\$0	\$0	\$0
Total Option 4BC	\$0	\$0	\$0
Option 5BC			
10/01/06-09/30/07	\$332,204	\$26,576	358,780
10/01/07-09/30/08	\$341,511	\$27,321	368,832
Total Option 5BC	\$673,715	\$53,897	727,612
TOTAL OPTION 1C Period	\$607,707,712	\$35,578,712	643,286,424
TOTAL CONTRACT			
VALUE SEP98-SEP08	\$2,642,028,003	\$149,805,378	\$2,791,833,381
*Earned fees for past periods plus the available fees for future periods			
Exercised options are moved above the Total Contract Value Line.			

**ARTICLE B-4     AWARD FEE**

The amount of award fee earned, if any, shall be determined in accordance with Section J, Attachment J-8, Award Fee Evaluation Plan, and other provisions of this contract as applicable. The following specifies by award fee period the amount of available award fee, the amount of earned award fee, and the award fee score.

[illegible]

[illegible]